

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

January 4, 1996

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Amendment No. 1 dated November 2, 1995 to the Agreement dated as of April 18, 1995 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111


Lessee: Chicago, Central & Pacific Railroad Company
402 East 4th Street
P.O. Box 1800
Waterloo, IA 50704

The equipment involved in this transaction is as follows:

Equipment: Eight (8) diesel electric locomotives (See Annex A.1. attached for reporting mark & numbers.)

Please file this agreement as a supplementary document to Recordation No. 19432 filed May 22, 1995. A cheque for the filing fee of \$21.00 is enclosed.

Sincerely,


Chris Dilley
Administrative Assistant

/cpd
Enclosures

19432-A

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AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to the Locomotive Lease Agreement dated as of April 18, 1995 ("Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP ("Lessor") and CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Lessee") is made as of November 2, 1995 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the seven (7) GP38 locomotives bearing the reporting marks and numbers HATX 105-108, HLCX 3613, 3614 and 3617 (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to add the GP38 locomotive bearing the reporting mark and number HATX 111 ("Additional Unit"), which was delivered to Lessee under the terms of the Lease on October 10, 1995 to the Lease.
- C. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall be deemed to have become effective as of October 10, 1995.
- 3. Lessee hereby accepts the Additional Unit under the Lease and acknowledges that it is in good order, condition and repair and Lessee confirms that the Additional Unit is subject in all respects to the terms, provisions, requirements and standards of the Lease, including, but not limited to, the disclaimer of warranty in Section 2.A. of the Lease and the indemnification of Section 8.
- 4. [INTENTIONALLY LEFT BLANK]
- 5. Annex A. to the Lease is hereby replaced by Annex A.1. attached hereto and all references in the Lease to Annex A shall be deemed to refer to Annex A.1.

6. Section 1 of the Lease is hereby replaced by the following:

"1. Scope of Lease.

Lessor agrees to provide and Lessee agrees to take and use the locomotives more fully described on Annex A.1. attached hereto (the "Unit(s)")."

7. In Section 15. Notices., Lessor's address is hereby deleted and replaced by the following:

"Lessor: Helm-Atlantic Associates Limited Partnership
c/o Helm Atlantic Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111
FAX No. 415-398-4816
ATTN: President"

8. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

9. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, each party, pursuant to due corporate authority has caused this Amendment to be signed in its respective corporate name on the date indicated below its signatures.

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

By: Helm Atlantic Corporation,
its General Partner

By: *David R. [Signature]*
Title: President
Date: 12/11/95

By: *Greg [Signature]*
Title: Vice President Operations
Date: 11/21/95

ICC ORIGINAL

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On December 13, 1995, before me, Emma S. Ortega,
personally appeared David R. Eckles, President of HELM ATLANTIC
CORPORATION,

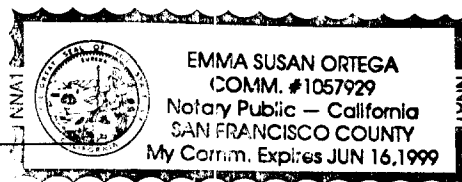
✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence) to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

WITNESS my hand and official seal.

Signature Emma Susan Ortega

[Notarial Seal]



STATE OF IOWA)
) S.S.
COUNTY OF BLACKHAWK)

On November 21, 1995, before me, M. June Watkins,
personally appeared Greg L. Amys, Vice President Operations of
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence) to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

WITNESS my hand and official seal.

Signature M. June Watkins

[Notarial Seal]

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ANNEX A.1.

To the Locomotive Lease Agreement dated as of April 18, 1995, as amended, between Helm-Atlantic Associates Limited Partnership and Chicago, Central & Pacific Railroad Company

Equipment Description:

Eight (8), GP38 EMD, four axle, 2000 horsepower, diesel electric locomotives equipped with dynamic braking.

Unit Number:

HATX	105
HATX	106
HATX	107
HATX	108
HATX	111
HLCX	3613
HLCX	3614
HLCX	3617